


BP Pipelines (Alaska) Inc.
900 East Benson Boulevard
P.O. Box 190848
Anchorage, Alaska 99519-0848
(907) 561-5111

BP PIPELINES (ALASKA) INC.

CERTIFICATE OF SECRETARY

The undersigned, being the duly qualified and acting Secretary of BP Pipelines (Alaska) Inc., a Delaware corporation (the "Company"), does hereby certify that attached as Exhibit A is a true and accurate copy of the duly adopted bylaws of the Company, which bylaws are in full force and effect on the date hereof.


IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Company at Anchorage, Alaska, this 23rd day of February 2001.

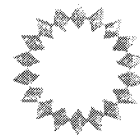
By: 
Name: G.D.A. Brebner
Title: Secretary of BP Pipelines (Alaska) Inc.

STATE OF ALASKA)
) ss:
THIRD JUDICIAL DISTRICT)

BEFORE ME, the undersigned, a Notary Public in and for the State of Alaska, Third Judicial District, on this day personally appeared G.D.A. Brebner, known to me to be the person whose name is subscribed to the foregoing instrument, who being duly sworn, did say that he is the Secretary of BP Pipelines (Alaska) Inc., a Delaware corporation, and acknowledged to me that he executed said instrument as his free act and deed in said capacity, and as the free act and deed of said corporation, and that the affixed seal is the corporate seal of said corporation.

GIVEN under my hand and seal of office this 29th day of February 2001,

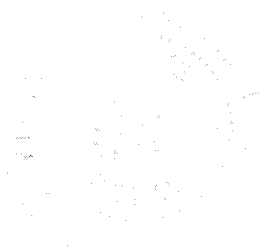

Notary Public in and for the State of Alaska
My commission expires on: 01/13/2004



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**EXHIBIT A
TO
CERTIFICATE OF SECRETARY**

Bylaws



SOHIO PIPE LINE COMPANY
ACTION OF SOLE STOCKHOLDER WITHOUT A MEETING

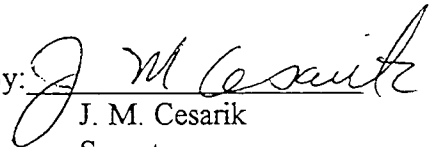
The undersigned, being the holder of all of the issued and outstanding stock of Sohio Pipe Line Company, a Delaware corporation (the "Company"), does hereby take the following action and adopt the following resolution in writing and without a meeting pursuant to Section 228 of the General Corporation Law of Delaware:

Amended and Restated By-Laws

RESOLVED, that the Amended and Restated By-Laws of the Company, attached hereto as Exhibit A, be, and they hereby are, adopted.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed on December 2, 1986.

The Standard Oil Company

By: 
J. M. Cesarik
Secretary

AMENDED AND RESTATED

BY-LAWS

of

SOHIO PIPE LINE COMPANY

ARTICLE I

Meetings of Stockholders

Section 1. Annual Meeting. The annual meeting of the stockholders for the election of Directors and for the transaction of any other proper business, notice of which was given in the notice of the meeting, shall be held each year at such time, date and place as may be fixed by the Board of Directors and stated in the notice of the meeting.

Section 2. Special Meetings. A special meeting of the stockholders for any purpose or purposes, unless otherwise provided by law or in the Certificate of Incorporation of the Company as from time to time amended (hereinafter called the "Certificate of Incorporation"), may be called at any time by the Chairman, President or a majority of the Board of Directors and shall be called by the Secretary upon the request of a stockholder or stockholders holding of record a majority of the outstanding shares of any class of stock of the Company entitled to vote at such meeting.

Section 3. Place of Meeting. Each meeting of stockholders of the Company for the election of directors shall be held at the principal office of the Company whether within or without the State of Delaware or as otherwise fixed by the Board of Directors and specified in the notice or waiver of notice of said meeting. A special meeting of stockholders shall be held at such place as shall be designated in the notice or waiver of notice of such meeting.

Section 4. Notice of Meetings. Except as otherwise provided by law, notice of each meeting of the stockholders shall be given to each stockholder of record entitled to vote at such meeting not less than 10 nor more than 60 days before the day on which the meeting is to be held, by delivering a written notice thereof to such stockholder personally, or by mailing such notice in a postage prepaid envelope addressed to such stockholder at his address as it appears on the records of the Company. Such notice shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Notice of any adjourned meeting of the stockholders shall not be required to be given if the time and place thereof are announced at the meeting at which the adjournment is taken, except where expressly required by law. At the adjourned meeting, the Company may transact any business which might have been transacted at the original meeting. Any stockholder, either before or after any meeting may waive any notice required to be given by law or under these By-Laws. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meet-

ing, to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Quorum. The presence at any meeting, in person or by proxy, of the holders of record of a majority of the stock of the Company then issued and outstanding and entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority in interest of the stockholders entitled to vote, present in person or by proxy, or, if no stockholder entitled to vote is present in person or by proxy, any officer entitled to preside or act as secretary of such meeting, may adjourn the meeting from time to time until a quorum shall be present. At any such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 6. Voting. At each meeting of the stockholders each stockholder holding of record stock of the Company entitled to vote shall be entitled to one vote for each share of such stock held by him and registered in his name on the books of the Company at the time of such meeting unless, pursuant to the provisions of Section 3 of Article V of these By-Laws, a date shall have been fixed as a record date for the determination of stockholders entitled to vote at such meeting. Any stockholder entitled to vote may vote by proxy, provided that the instrument authorizing such proxy to act shall have been executed in writing (which shall include telegraphing, cabling or any other form of electronic transmission) by the stockholder himself or by his duly authorized attorney. At all meetings of the stockholders, all matters (except where other provision is made by statute, by the Certificate of Incorporation or by these By-Laws) shall be decided by the vote of a majority of the stock present in person or by proxy and entitled to vote at the meeting. At each meeting of stockholders for the election of directors the voting for directors shall be by ballot unless otherwise provided in the Certificate of Incorporation.

Section 7. Written Consent. Unless otherwise provided in the Certificate of Incorporation, any action required or permitted by law to be taken at any annual or special meeting of stockholders of the Company, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

ARTICLE II Board of Directors

Section 1. Number. The number of directors of the Company shall be not less than two nor more than 15. The number of directors may be fixed or changed at any annual meeting or at any special meeting called for that

purpose by the affirmative vote of the holders of a majority of the shares represented at the meeting and entitled to vote thereon.

Section 2. Election. Directors shall be elected at the annual meeting of stockholders, but when the annual meeting is not held or directors are not elected thereat, they may be elected at a special meeting called and held for that purpose. At each meeting of stockholders for the election of directors, the persons receiving the greatest number of votes shall be directors. Each director shall hold office until his successor is elected and qualified or until his earlier resignation or removal. None of the directors need to be shareholders of the Company.

Section 3. Resignation. Any director of the Company may resign at any time upon written notice to the Company.

Section 4. Removal of Directors. Any director may be removed, either with or without cause, at any time by the affirmative vote of the holders of record of a majority of the outstanding shares of stock entitled to vote.

Section 5. Vacancies. Vacancies in the Board of Directors may be filled by a majority vote of the remaining directors until an election to fill such vacancies is held. Stockholders entitled to elect directors shall have the right to fill any vacancy in the Board (whether the same has been temporarily filled by the remaining directors or not) at any meeting of the stockholders called for that purpose; any directors elected at any such meeting of stockholders shall serve until the next annual election of directors and until their successors are elected and qualified.

Section 6. Organization Meeting. Within 30 days after each annual election of Directors, the Board of Directors may meet for the purpose of organization, the election of officers and the transaction of other business at the place where regular meetings of the Board of Directors are held. Notice of such meeting need not be given. Such meeting may be held at any other time or place which shall be specified in a notice or waiver of notice given as hereinafter provided for special meetings of the Board of Directors or in a consent signed by all the directors.

Section 7. Regular Meetings. Regular meetings of the Board of Directors may be held at such places and at such times as the Board shall by resolution determine. Notice of regular meetings need not be given; however, the Secretary shall give notice of each such resolution to any director who was not present at the time the same was adopted. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at such place at the same hour and on the next succeeding business day not a legal holiday.

Section 8. Special Meetings; Notice. Special meetings of the Board of Directors may be called by the Chairman, President or any two of the directors. Notice of each such meeting shall be mailed to each director, addressed to him at his residence or usual place of business, at least two

days before the day on which the meeting is to be held, or shall be sent to him by telegraph, cable or other form of electronic transmission, or shall be delivered personally or by telephone, at least 24 hours before the time the meeting is to be held. Each such notice shall state the time and place of the meeting but need not state the purposes thereof, except as otherwise herein expressly provided. Notice of any meeting of the Board may be waived, in a writing by any director either before or after such meeting and need not be given to any director who shall be present at such meeting; and any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the directors of the Company then in office shall be present thereat.

Section 9. Quorum and Manner of Acting. Except as otherwise provided by statute or by these By-Laws, two directors or one-third of the authorized number of directors, whichever is greater, shall be required to constitute a quorum for the transaction of business at any meeting, and the affirmative vote of a majority of the directors present at the meeting shall be necessary for the adoption of any resolution or the taking of any other action. In the absence of a quorum, the director or directors present may adjourn any meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given.

Section 10. Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or of such committee, as the case may be, consent thereto in writing and such written consent is filed with the minutes or proceedings of the Board or such committee.

Section 11. Compensation. Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular and special meeting of the Board. Nothing herein contained shall be construed so as to preclude any director from serving the Company in any other capacity, or from serving any of its stockholders, subsidiaries or affiliated corporations in any capacity, and receiving proper compensation therefor.

ARTICLE III Officers

Section 1. Number. The Board of Directors shall elect a President, a Secretary, and a Treasurer, and, in its discretion, a Chairman of the Board of Directors, one or more Vice Chairmen of the Board of Directors and one or more Vice Presidents. The Board of Directors may, from time to time, create such offices, and appoint such other officers, subordinate officers and assistant officers in accordance with the provisions of Section 3 of this Article III. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

Section 2. Election, Term of Office and Qualifications. Each officer (except such officers as may be appointed in accordance with the provisions of Section 3 of this Article III) shall be chosen by the Board of Directors at its organization meeting and shall hold his office until his successor shall have been duly chosen and qualified or until his death or until he shall resign or shall have been removed in the manner provided in Section 4 of this Article III.

Section 3. Subordinate Officers. The Board of Directors may appoint from time to time other officers or agents, including one or more Assistant Treasurers and one or more Assistant Secretaries, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these By-Laws or as the Board of Directors may determine from time to time. The Board of Directors may delegate to any officer the power to appoint any such subordinate officers or agents and to prescribe their respective terms of office, authorities and duties.

Section 4. Removal. The officers specifically designated in Section 1 of this Article III may be removed, either with or without cause, at any meeting of the Board of Directors called for that purpose. The officers and agents appointed in accordance with the provisions of Section 3 of this Article III may be removed, either with or without cause, at any meeting of the Board of Directors or by any superior officer or agent upon whom such power of removal shall have been conferred by the Board of Directors.

Section 5. Resignations. Any officer may resign at any time upon written notice to the Company.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term in the manner prescribed by these By-Laws for the regular election or appointment to such office.

Section 7. Chairman of the Board. The Chairman of the Board, if one be elected, shall have such authority and perform such duties as the Board may determine. In case of disability or absence of the President, or in case a vacancy exists in the Office of the President, the Chairman of the Board shall perform all the duties and possess all the authority of the President.

Section 8. Vice Chairman or Vice Chairmen of the Board. The Vice Chairman or Vice Chairmen of the Board, if elected, shall have such authority and perform such duties as the Board may determine. In case of disability or absence of the Chairman of the Board, or in case a vacancy exists in the Office of the Chairman of the Board, the Vice Chairman designated by the Board of Directors shall perform all the duties and possess all the authority of the Chairman of the Board. Any Vice Chairman shall perform such other duties and may exercise such other powers as may be assigned to him from time to time by these By-Laws or by the Board of Directors.

Section 9. President. Unless otherwise determined by the Board, the President shall be the chief executive officer of the Company, and, subject to the control of the Board of Directors, shall have general charge of the business, affairs and property of the Company, and control over its several officers. The President shall do and perform such other duties and may exercise such other powers as may be assigned to him from time to time by these By-Laws or by the Board of Directors.

Section 10. Vice President(s). At the request of the President or in his absence or disability, the Vice President designated by the President (or in the absence of such designation, the Vice President designated by the Board or Directors) shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Any Vice President shall perform such other duties and may exercise such other powers as may be assigned to him from time to time by these By-Laws or by the Board of Directors or the President.

Section 11. Secretary. The Secretary shall keep all the proceedings of stockholders and directors of the Company and make a proper record of the same which shall be attested by him, and attend to the giving and serving of all notices of meetings of the stockholders or directors. He shall keep such books and records as may be required by the Board of Directors and generally shall perform such duties as may be required of him by the directors.

Section 12. Treasurer. Except as otherwise directed by the Board of Directors or President, the Treasurer shall receive and have charge of all money, bills, notices, bonds and similar property belonging to the Company, and shall do with the same as may be ordered by the Board of Directors. He shall keep such financial accounts as may be required and shall generally perform such duties as may be required of him by the directors. On the expiration of his term of office, he shall turn over to his successor or to the Board of Directors all property, books, papers and money of the Company in his hands. If required by the Board of Directors, he shall give bond to the Company in a sum and with one or more sureties satisfactory to the Board for the faithful performance of the duties of his office.

Section 13. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers shall have such duties as may be assigned to them from time to time by the Board of Directors or by the President or, in the case of an Assistant Secretary, by the Secretary, or, in the case of an Assistant Treasurer, by the Treasurer. -

Section 14. Salaries. The salaries of the officers and agents of the Company may be determined from time to time by the Board of Directors, except that the Board of Directors may delegate to any person the power to fix the salaries or other compensation of any officers and agents appointed in accordance with the provisions of Section 3 of this Article III.

Section 15. Surety Bonds. If the Board of Directors shall so require, any officer or agent of the Company shall execute and deliver to the

Company a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his duties to the Company, including responsibility for negligence and for the accounting for all property, funds or securities of the Company which may come into his hands.

ARTICLE IV Contracts, Loans, Checks, Deposits, Etc.

Section 1. Contracts, Checks, etc. All contracts and agreements authorized by the Board of Directors, and all checks, drafts, bills of exchange or other orders for the payment of money, issued in the name of the Company, shall be signed by such person or persons and in such manner as may from time to time be designated by the Board of Directors, which designation may be general or confined to specific instances; and unless so designated by the Board of Directors or in these By-Laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or for any amount.

Section 2. Loans. No loan shall be contracted on behalf of the Company, and no evidence of indebtedness shall be issued in its name, unless authorized by the Board of Directors. Such authorization may be general or confined to specific instances. Loans so authorized by the Board of Directors may be effected at any time for the Company from any bank, trust company or other institution, or from any firm, corporation or individual. All bonds, debentures, notes and other obligations or evidences of indebtedness of the Company issued for such loans shall be made, executed and delivered as the Board of Directors shall authorize. When so authorized by the Board of Directors any part of or all the properties, including contract rights, assets, business or good will of the Company, whether then owned or thereafter acquired, may be mortgaged, pledged, hypothecated or conveyed or assigned in trust as security for the payment of such bonds, debentures, notes and other obligations or evidences of indebtedness of the Company, and of the interest thereon, by instruments executed and delivered in the name of the Company.

Section 3. Deposits. All funds of the Company not otherwise employed shall be deposited from time to time to the credit of the Company in such banks, trust companies or other depositories as the Board of Directors may select. The Board of Directors may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these By-Laws, as it may deem expedient. For the purpose of deposit and for the purpose of collection for the account of the Company, checks, drafts and other orders for the payment of money which are payable to the order of the Company shall be endorsed, assigned and delivered by such person or persons and in such manner as may from time to time be designated by the Board of Directors.

Section 4. Proxies in Respect of Securities of Other Corporations. Unless otherwise provided by resolution adopted by the Board of Directors,

the President or any Vice President or Secretary may from time to time appoint an attorney or attorneys, or an agent or agents, to exercise in the name and on behalf of the Company the powers and rights which the Company may have as the holder of stock or other securities in any other corporation to vote or to consent in respect of such stock or other securities; and the President or any Vice President or Secretary may instruct the person or persons so appointed as to the manner of exercising such powers and rights and the President or any Vice President may execute or cause to be executed in the name and on behalf of the Company and under its corporate seal, or otherwise, all such written proxies, powers of attorney or other written instruments as he may deem necessary in order that the Company may exercise such powers and rights.

ARTICLE V Shares and Their Transfer

Section 1. Certificates of Stock. Every stockholder shall be entitled to have a certificate certifying the number of shares of stock of the Company owned by him, signed by, or in the name of the Company by the Chairman or any Vice Chairman of the Board of Directors or the President or any Vice President and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the Company (except that when any such certificate is countersigned by a transfer agent other than the Company or its employee or by a registrar other than the Company or its employee the signatures of any such officers may be facsimiles). Such certificates shall be transferable on the stock books of the Company in person or by attorney, but, except as hereinafter provided in the cases of loss, destruction or mutilation of certificates, no transfer of stock shall be entered until the previous certificate, if any, given for the same shall have been surrendered and cancelled.

Section 2. Lost, Destroyed or Mutilated Certificates. In case of loss, destruction or mutilation of any certificate of stock, another may be issued in its place upon proof of such loss, destruction or mutilation and, if required by the Company, upon the giving of a satisfactory bond of indemnity to the Company in such sum as the Board of Directors may provide.

Section 3. Record Date. The Board of Directors may fix, in advance, a date which shall not be more than 60 nor less than 10 days before the date of such meeting, nor more than 60 days prior to any other action, as a record date for the determination of stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights with respect to any change, conversion or exchange of stock or for the purpose of any other lawful action. If no record date is fixed (a) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business of the day next preceding the day upon which the meeting is held;

(b) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be the day on which the first written consent is expressed; and (c) the date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

ARTICLE VI Corporate Seal

The corporate seal shall be in the form of a circle and shall bear the name of the Company and the year of its incorporation and shall indicate its formation under the laws of the State of Delaware.

ARTICLE VII Fiscal Year

The fiscal year of the Company shall be the calendar year.

ARTICLE VIII Amendments

These By-Laws shall be subject to alteration, amendment, repeal, or the adoption of new By-Laws either by the affirmation vote of a majority of the directors, presently serving, at any organization, regular or special meeting of the Board, or by the affirmative vote of a majority of the stockholders of the Company, present in person or represented by proxy and entitled to vote in respect thereof, given at any annual meeting or at any special meeting at which a quorum shall be present; provided, that in each case notice of the proposed alteration, amendment, repeal, or the proposed new By-Laws be included in the notice of such meeting of the Board or the stockholders, as the case may be.

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